

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: August 7, 2008 at 4:00 p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

**COVER SHEET TO TWENTY-EIGHTH MONTHLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
MAY 1, 2008 THROUGH MAY 31, 2008**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP (“Orrick”)
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants’ Representative (the “FCR”)
Date of Retention:	As of February 6, 2006 pursuant to Order entered by Court on May 8, 2006
Period for which compensation is sought:	May 1, 2008 through May 31, 2008
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$174,962.00
80% of fees to be paid:	\$139,969.60
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 9,210.37
Total Fees @ 80% and 100% Expenses:	\$149,179.97
This is an: interim X monthly final application.	

The total time expended for fee application preparation during this time period is 21.40 hours and the corresponding fees are \$6,780.00 and \$375.53 in expenses for Orrick's fee applications and 14.30 hours and \$3,821.50 in fees and \$734.47 in expenses for the FCR and/or his other professionals' fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Orrick's Twenty-Eighth interim fee application for the period May 1-31, 2008. Orrick has previously filed the following interim fee applications with the Court:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% & 100% Expenses</u>
First Interim Period February 6-28, 2006	\$89,026.00	\$71,220.80	\$0.00	\$71,220.80
Second Interim Period March 1-31, 2006	\$117,266.25	\$93,813.00	\$7,501.32	\$101,314.32
Third Interim Period April 1-30, 2006	\$125,362.50	\$100,290.00	\$1,783.43	\$102,073.43
Fourth Interim Period May 1-31, 2006	\$136,416.00	\$109,132.80	\$6,389.80	\$115,522.60
Fifth Interim Period June 1-30, 2006	\$194,266.75	\$155,413.40	\$6,395.69	\$161,809.09
Sixth Interim Period July 1-31, 2006	\$181,982.00	\$145,585.60	\$11,934.45	\$157,520.05
Seventh Interim Period August 1-31, 2006	\$152,041.50	\$121,633.20	\$5,711.17	\$127,344.37
Eighth Interim Period Sept. 1-30, 2006	\$223,996.25	\$179,197.00	\$8,006.50	\$187,203.05
Ninth Interim Period October 1-31, 2006	\$225,845.00	\$180,676.00	\$24,528.57	\$205,204.57
Tenth Interim Period November 1-30, 2006	\$387,429.00	\$309,943.20	\$31,267.21	\$341,210.41
Eleventh Interim Period December 1-31, 2006	\$227,796.00	\$182,236.80	\$42,583.17	\$224,819.97
Twelfth Interim Period January 1-31, 2007	\$379,956.25	\$303,965.00	\$14,046.26	\$318,011.26
Thirteenth Interim Period February 1-28, 2007	\$384,551.00	\$307,640.80	\$17,183.12	\$324,823.92
Fourteenth Interim Period March 1-31, 2007	\$347,570.75	\$278,056.60	\$26,494.40	\$304,551.00
Fifteenth Interim Period April 1-30, 2007	\$319,286.00	\$255,428.80	\$50,662.51	\$306,091.31
Sixteenth Interim Period May 1-31, 2007	\$322,920.00	\$258,336.00	\$74,644.21	\$332,980.21
Seventeenth Interim Period June 1-30, 2007	\$379,834.50	\$303,867.60	\$42,991.68	\$346,859.28
Eighteenth Interim Period July 1-31, 2007	\$261,753.75	\$209,403.00	\$51,368.01	\$260,771.01
Nineteenth Interim Period August 1-31, 2007	\$428,316.00	\$342,652.80	\$62,111.63	\$404,764.43
Twentieth Interim Period September 1-30, 2007	\$628,858.50	\$503,086.80	\$393,007.08	\$896,093.88
Twenty-First Interim Period Oct 1-31, 2007	\$976,730.25	\$781,384.20	\$84,140.33	\$865,524.53
Twenty-Second Interim Period Nov 1-30, 2007	\$808,945.25	\$647,156.20	\$150,679.68	\$797,835.88
Twenty-Third Interim Period Dec 1-31, 2007	\$792,125.75	\$633,700.60	\$51,773.86	\$685,474.46
Twenty-Fourth Interim Period Jan 1-31, 2008	\$1,052,243.75	\$841,759.00	\$140,412.45	\$982,171.45
Twenty-Fifth Interim Period Feb 1-29, 2008	\$581,751.25	\$465,401.00	\$113,062.23	\$578,463.23
Twenty-Sixth Interim Period March 1-31, 2008	\$1,200,353.75	\$960,283.00	\$182,633.22	\$1,142,916.22
Twenty-Seventh Interim Period Apr 1-30, 2008	\$519,848.00	\$415,878.40	\$78,101.72	\$493,980.12

To date, Orrick has received payments from the Debtors in the following amounts:

- \$71,220.80 representing 80% of fees and 100% of expenses for February 2006
- \$101,314.32 representing 80% of fees and 100% of expenses for March 2006
- \$17,805.20 representing 20% of fees for February 2006
- \$23,453.25 representing 20% of fees for March 2006
- \$102,073.43 representing 80% of fees and 100% of expenses for April 2006
- \$115,522.60 representing 80% of fees and 100% of expenses for May 2006

- \$161,809.09 representing 80% of fees and 100% of most expenses for June 2006
- \$157,520.05 representing 80% of fees and 100% of expenses for July 2006
- \$127,344.37 representing 80% of fees and 100% of expenses for August 2006
- \$187,203.05 representing 80% of fees and 100% of expenses for September 2006
- \$91,209.05 representing 20% of fees for April, May and June 2006
- \$205,204.57 representing 80% of fees and 100% of expenses for October 2006
- \$566,030.38 representing 80% of fees and 100% of expenses for November and December 2006
- \$111,603.95 representing 20% of fees for July, August and September 2006
- \$642,835.18 representing 80% of fees and 100% of expenses for January and February 2007
- \$156,363.99 representing 20% of fees for October, November, and December 2006
- \$133,371.35 representing 80% of fees and 100% of expenses for March and April 2007
- \$940,610.50 representing 80% of fees and 100% of expenses for May, June and July 2007
- \$206,968.66 representing 20% of fees for January, February and March 2007
- \$404,764.43 representing 80% of fees and 100% of expenses for August 2007
- \$896,093.88 representing 80% of fees and 100% of expenses for September 2007
- \$1,059,103.88 representing 20% of fees for April, May and June 2007, and 80% of fees and 100% of expenses for October 2007
- \$797,835.88 representing 80% of fees and 100% expenses for November 2007
- \$685,474.46 representing 80% of fees and 100% expenses for December 2007
- \$252,221.75 representing 20% of fees for July-September 2007
- \$982,207.45 representing 80% of fees and 100% expenses for January 2008
- \$578,463.23 representing 80% of fees and 100% expenses for February 2008
- \$1,142,916.22 representing 80% of fees and 100% expenses for March 2008

COMPENSATION SUMMARY
MAY 1-31, 2008

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Partner, 24 years in position; 37 years relevant experience; 1971, Bankruptcy	\$875	52.30	\$45,762.50
Raymond G. Mullady, Jr.	Partner, 15 years in position; 25 years relevant experience; 1983, Litigation	\$710	1.2	\$852.00
Richard H. Wyron	Partner, 19 years in position; 29 years relevant experience; 1979, Bankruptcy	\$775	59.30	\$44,795.00 ¹
Clayton S. Reynolds	Partner, 21 years in position; 29 years relevant experience; 1979, Tax	\$800	1.80	\$1,440.00
Mary A. Wallace	Of Counsel, 6 years in position; 18 years relevant experience; 1989, Corporate	\$620	62.10	\$38,502.00
Katherine S. Thomas	Associate, 4 years in position; 4 years relevant experience; 2004, Bankruptcy	\$470	10.70	\$5,029.00
Debra L. Felder	Associate, 6 years in position; 6 years relevant experience; 2002, Bankruptcy	\$530	49.50	\$26,235.00
James Cangialosi	Legal Assistant	\$260	7.35	\$1,950.00
Debra O. Fullem	Bankruptcy Research Specialist	\$245	41.70	\$10,216.50
Risa L. Mulligan	Librarian	\$180	1.00	\$180.00
Total			287.10	\$174,962.00
Blended Rate: \$609.41				

¹ The total fees have been reduced by \$1,162.50 representing non-working travel billed at 50% reduced hourly rate.

COMPENSATION BY PROJECT CATEGORY
MAY 1-31, 2008

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	1.00	\$180.00
Litigation	45.70	\$27,607.00
Plan & Disclosure Statement	111.20	\$73,194.50
Retention of Professionals-Other	13.90	\$9,252.00
Retention of Professionals-Orrick	.60	\$359.00
Compensation of Professionals-Other	8.90	\$2,657.50
Compensation of Professionals-Orrick	37.50	\$12,531.50
Trust Distribution Procedures	65.30	\$48,018.00
Non-Working Travel	3.00	\$1,162.50
TOTAL	287.10	\$174,962.00

EXPENSE SUMMARY
MAY 1-31, 2008

<u>Expense Category</u>	<u>Total</u>
Duplicating	\$337.36
Purchase-Asbestos related book	\$29.95
Litigation Support ²	(-\$874.24)
Meals	\$250.55
Parking	\$9.00
Postage/Express Delivery	\$568.82
Telephone	\$11.88
Travel – Air Fare/Train/Hotel	\$6,306.75
Travel – Mileage	\$467.31
Travel – Taxi	\$445.24
Westlaw/Lexis Research	\$1,657.75
TOTAL	\$9,210.37

Orrick's Client Charges and Disbursements Policy effective January 1, 2008, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

² This amount represents a credit from Omni William Penn for a refund on furniture rental due to the cancellation of trial.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.75 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow professionals and paraprofessionals working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge limited to \$7.50 per professional. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick utilized secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges were incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. The charge to clients for Lexis and Westlaw are based on retail rates that do not include non-client specific volume discounts offered to Orrick. Use of fee based internet research services other than Lexis and Westlaw is charged at Orrick's cost. There is no separate charge for free internet research.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ DEBRA L. FELDER

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Dated: July 18, 2008